

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

SONTERRA CAPITAL MASTER FUND, LTD;
HAYMAN CAPITAL MANAGEMENT, L.P.; and
CALIFORNIA STATE TEACHERS' RETIREMENT
SYSTEM, on behalf of themselves and all others similarly
situated,

Plaintiffs,

- against -

UBS AG, UBS SECURITIES JAPAN CO. LTD.;
MIZUHO BANK, LTD.; THE BANK OF TOKYO-
MITSUBISHI UFJ, LTD.; THE SUMITOMO TRUST
AND BANKING CO., LTD.; THE NORINCHUKIN
BANK; MITSUBISHI UFJ TRUST AND BANKING
CORPORATION; SUMITOMO MITSUI BANKING
CORPORATION; RESONA BANK, LTD.; J.P.
MORGAN CHASE & CO.; JPMORGAN CHASE
BANK, NATIONAL ASSOCIATION; J.P. MORGAN
SECURITIES PLC; MIZUHO CORPORATE BANK,
LTD.; DEUTSCHE BANK AG; DB GROUP SERVICES
UK LIMITED; MIZUHO TRUST AND BANKING CO.,
LTD.; THE SHOKO CHUKIN BANK, LTD.; SHINKIN
CENTRAL BANK; THE BANK OF YOKOHAMA,
LTD.; SOCIÉTÉ GÉNÉRALE SA; THE ROYAL BANK
OF SCOTLAND GROUP PLC; THE ROYAL BANK OF
SCOTLAND PLC; RBS SECURITIES JAPAN
LIMITED; RBS SECURITIES INC.; BARCLAYS
BANK PLC; BARCLAYS PLC; BARCLAYS CAPITAL
INC.; CITIBANK, NA; CITIGROUP, INC.; CITIBANK,
JAPAN LTD.; CITIGROUP GLOBAL MARKETS
JAPAN, INC.; COÖPERATIEVE CENTRALE
RAIFFEISEN-BOERENLEENBANK B.A.; HSBC
HOLDINGS PLC; HSBC BANK PLC; LLOYDS
BANKING GROUP PLC; LLOYDS BANK PLC; ICAP
PLC; ICAP EUROPE LIMITED; R.P. MARTIN
HOLDINGS LIMITED; MARTIN BROKERS (UK)
LTD.; TULLETT PREBON PLC; BANK OF AMERICA
CORPORATION; BANK OF AMERICA, N.A.;
MERRILL LYNCH INTERNATIONAL
INCORPORATED; AND JOHN DOE NOS. 1-50,
Defendants.

Docket No. 15-cv-5844 (GBD)

**NOTICE OF DEFENDANTS'
MOTIONS TO DISMISS THE
AMENDED CLASS ACTION
COMPLAINT**

**ORAL ARGUMENT
REQUESTED**

PLEASE TAKE NOTICE that the undersigned, attorneys for Defendants Bank of America Corporation, Bank of America, N.A., The Bank of Tokyo-Mitsubishi UFJ, Ltd., Mitsubishi UFJ Trust and Banking Corporation, The Bank of Yokohama, Ltd., Barclays Bank PLC, Barclays PLC, Barclays Capital Inc., Coöperatieve Rabobank U.A. (f/k/a Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A.), Deutsche Bank AG, DB Group Services (UK) Limited, HSBC Holdings plc, HSBC Bank plc, ICAP plc, ICAP Europe Ltd., JPMorgan Chase & Co., JPMorgan Chase Bank, National Association, J.P. Morgan Securities plc., Lloyds Bank plc (f/k/a Lloyds TSB Bank plc), Lloyds Banking Group plc, The Norinchukin Bank, Mizuho Corporate Bank, Ltd., Mizuho Trust and Banking Co., Ltd., Mizuho Bank, Ltd., Resona Bank, Ltd., The Royal Bank of Scotland Group plc, The Royal Bank of Scotland plc, RBS Securities Japan Limited, RBS Securities Inc., Shinkin Central Bank, The Shoko Chukin Bank, Ltd., Société Générale, Sumitomo Mitsui Banking Corporation, Sumitomo Mitsui Trust Bank, Limited, Tullett Prebon plc, UBS AG, and UBS Securities Japan Co. Ltd. (collectively, the “Moving Defendants”) in the above-captioned matter, will move this Court, before the Honorable George B. Daniels, United States District Judge for the Southern District of New York, 500 Pearl Street, New York, New York 10007, at a date and time to be determined by this Court, for an order pursuant to Rules 12(b)(1), 12(b)(2), 12(b)(5), and/or 12(b)(6) of the Federal Rules of Civil Procedure dismissing with prejudice the Amended Class Action Complaint in the above-captioned action.

The grounds for these motions are that the Amended Class Action Complaint fails to state a claim upon which relief can be granted, the Court lacks subject matter jurisdiction over the claims asserted, there is no personal jurisdiction over the European Defendants or Japanese Banks (as those terms are defined in their memoranda of law) or over the Defendants filing individual

supporting memoranda, and the Amended Class Action Complaint should be dismissed as to Mizuho Trust & Banking Co., Ltd. for insufficient service of process. The specific grounds are set forth in the following memoranda being filed on behalf of one or more Defendants:

(1) Memorandum of Law in Support of Defendants' Motion to Dismiss for Lack of Subject Matter Jurisdiction and Failure to State a Claim, dated February 1, 2016, and the accompanying Declaration of Michael A. Brille and exhibit thereto;

(2) Memorandum of Law in Support of the European Defendants' Motion to Dismiss for Lack of Personal Jurisdiction, dated February 1, 2016, and the accompanying Declarations of Matthew J. Porpora, David R. Gelfand, Joanne Bagshaw, Brent L. Barton, Dominique Bourrinet, Tim Brown, Allison Cambria, Mark Chambers, John Connors, Gavin Francis, Patrick Gonsalves, William Gougherty, Kevin P. McKendry, Joseph P. Randazzo, Andrew Sherman, and Rebecca K. Smith and exhibits thereto;

(3) Memorandum of Law in Support of the Japanese Banks' Motion to Dismiss for Lack of Personal Jurisdiction, dated February 1, 2016, and the accompanying Declarations of Toru Sawada, Tomohiro Kishi, Nobuyuki Takahashi, Monique Morreale, Shoji Suzuki, Masahiro Okamoto, Bruce A. Ortwine, Takahiro Fukuhara, and Kiyoshi Nakajima and exhibits thereto;

(4) Memorandum of Law in Support of ICAP plc's and ICAP Europe Ltd.'s Motion to Dismiss for Lack of Personal Jurisdiction, dated February 1, 2016, and the accompanying Declarations of Richard Bigwood and Stuart Bridges;

(5) Memorandum in Support of Resona Bank, Ltd's Motion to Dismiss the First Amended Complaint Pursuant to Federal Rule of Civil Procedure 12(b)(2), dated February 1, 2016, and the accompanying Declaration of Yoshikazu Kawaguchi;

(6) Memorandum of Law in Support of Tullett Prebon plc's Motion to Dismiss for Lack of Personal Jurisdiction, dated February 1, 2016, and the accompanying Declaration of Paul Mainwaring; and

(7) Memorandum of Law of Defendants Mizuho Bank, Ltd. and Mizuho Trust and Banking Co., Ltd. in Support of their Motion to Dismiss for Lack of Personal Jurisdiction and Insufficient Service of Process, dated February 1, 2016, and the accompanying Declarations of Masahiro Okamoto and Takashi Nambu.

Dated: February 1, 2016
New York, New York

Respectfully submitted,

/s/ Arthur J. Burke

Arthur J. Burke
Paul S. Mishkin
Adam G. Mehes
DAVIS POLK & WARDWELL LLP
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000
Fax: (212) 450-4800
arthur.burke@davispolk.com
paul.mishkin@davispolk.com
adam.mehes@davispolk.com

*Attorneys for Defendants Bank of America
Corporation and Bank of America, N.A.*

/s/ Gary W. Kubek

Gary W. Kubek
Erica S. Weisgerber
DEBEVOISE & PLIMPTON LLP
919 Third Avenue
New York, New York 10022
Tel.: (212) 909-6000
Fax: (212) 909-6836
gwkubek@debevoise.com
eweisgerber@debevoise.com

*Attorneys for Defendant The Bank of
Yokohama, Ltd.*

/s/ Daryl A. Libow

Daryl A. Libow
Christopher M. Viapiano
Elisabeth A. Cassady
SULLIVAN & CROMWELL LLP
1700 New York Avenue, N.W., Suite 700
Washington, D.C. 20006
Telephone: (202) 956-7500
Facsimile: (202) 956-7056
libowd@sullcrom.com
viapianoc@sullcrom.com
cassadya@sullcrom.com

*Attorneys for Defendants The Bank of
Tokyo-Mitsubishi UFJ, Ltd. and Mitsubishi
UFJ Trust and Banking Corporation*

/s/ Jonathan D. Schiller

Jonathan D. Schiller
Leigh M. Nathanson
BOIES, SCHILLER & FLEXNER LLP
575 Lexington Avenue
New York, NY 10022
Tel: (212) 446-2300
jschiller@bsflp.com
lnathanson@bsflp.com

Michael A. Brille
Melissa Felder Zappala
5301 Wisconsin Avenue NW
Washington, D.C. 20015
Tel: (202) 237-2727
mbrille@bsflp.com
mzappala@bsflp.com

/s/ Jeffrey T. Scott

David H. Braff
Yvonne S. Quinn
Jeffrey T. Scott
Matthew J. Porpora
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, NY 10004
Tel: (212) 558-4000
braffd@sullcrom.com
quinny@sullcrom.com
scottj@sullcrom.com
porporam@sullcrom.com

*Attorneys for Defendants Barclays Bank
PLC, Barclays PLC, and Barclays Capital
Inc.*

/s/ David R. Gelfand

David R. Gelfand
Sean M. Murphy
Mark D. Villaverde
MILBANK TWEED HADLEY &
McCLOY LLP
28 Liberty Street
New York, New York 10005
Tel.: (212) 530-5000
dgelfand@milbank.com
smurphy@milbank.com
mvillaverde@milbank.com

*Attorneys for Defendant Coöperatieve
Rabobank U.A. (f/k/a Coöperatieve Centrale
Raiffeisen-Boerenleenbank B.A.)*

/s/ Andrew C. Finch

Moses Silverman
Andrew C. Finch
Matthew J. Weiser
PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP
1285 Avenue of the Americas
New York, New York 10019
msilverman@paulweiss.com
afinch@paulweiss.com
mweiser@paulweiss.com
Tel.: (212) 373-3355

*Attorneys for Defendants Deutsche Bank AG
and DB Group Services (UK) Limited*

/s/ Edwin R. DeYoung

Edwin R. DeYoung
Gregory T. Casamento
LOCKE LORD LLP
Three World Financial Center
New York, New York 10281
Tel.: (212) 415-8600
Fax: (212) 303-2754
edeyoung@lockelord.com
gcasamento@lockelord.com

Roger B. Cowie
2200 Ross Avenue, Suite 2200
Dallas, Texas 75201
Tel.: (214) 740-8000
Fax: (214) 740-8800
rcowie@lockelord.com

J. Matthew Goodin
Julia C. Webb
Chicago, Illinois 60606
Tel.: (312) 443-0700
Fax: (312) 896-6472
jmgoodin@lockelord.com
jwebb@lockelord.com

*Attorneys for Defendants HSBC Holdings
plc and HSBC Bank plc*

/s/ Brian S. Fraser

Brian S. Fraser
Shari A. Brandt
H. Rowan Gaither IV
Katherine Kern Harrington
RICHARDS KIBBE & ORBE LLP
200 Liberty Street
New York, New York 10281
Tel: (212) 530-1800
Fax: (212) 530-1801
bfraser@rkollp.com
sbrandt@rkollp.com
rgaither@rkollp.com
kharrington@rkollp.com

*Attorneys for Defendants ICAP plc and
ICAP Europe Ltd.*

/s/ Thomas C. Rice

Thomas C. Rice
Paul C. Gluckow
Shannon P. Torres
Omari L. Mason
SIMPSON THACHER & BARTLETT LLP
425 Lexington Avenue
New York, New York 10017
Tel.: (212) 455-2000
Fax: (212) 455-2502
trice@stblaw.com
pgluckow@stblaw.com
stores@stblaw.com
omason@stblaw.com

*Attorneys for Defendants JPMorgan Chase
& Co., JPMorgan Chase Bank, National
Association, and J.P. Morgan Securities plc.*

/s/ Marc J. Gottridge

Marc J. Gottridge
Lisa J. Fried
HOGAN LOVELLS US LLP
875 Third Avenue
New York, New York 10022
Tel.: (212) 918-3000
Fax: (212) 918-3100
marc.gottridge@hoganlovells.com
lisa.fried@hoganlovells.com

*Attorneys for Defendants Lloyds Bank plc
(formerly known as Lloyds TSB Bank plc)
and Lloyds Banking Group plc*

/s/ Alan M. Unger

Alan M. Unger
Andrew W. Stern
Tom A. Paskowitz
SIDLEY AUSTIN LLP
787 Seventh Avenue
New York, New York 10019
Tel: (212) 839-5300
Fax: (212) 839-5599
aunger@sidley.com
astern@sidley.com
tpaskowitz@sidley.com

*Attorneys for Defendant The Norinchukin
Bank*

/s/ Jerome S. Fortinsky

Jerome S. Fortinsky
John A. Nathanson
Jeffrey J. Resetarits
SHEARMAN & STERLING LLP
599 Lexington Avenue
New York, NY 10022
(212) 848-4000
jfortinsky@shearman.com
john.nathanson@shearman.com
jeffrey.resetarits@shearman.com

*Attorneys for Defendants Mizuho Corporate
Bank, Ltd., Mizuho Trust and Banking Co.,
Ltd., and Mizuho Bank, Ltd.*

/s/ Michael Asaro

Michael Asaro
Nicholas Adams
AKIN GUMP STRAUSS HAUER & FELD
LLP
One Bryant Park
New York, NY 10036
Telephone: (212)-872-1000
masaro@akingump.com
nadams@akingump.com

Paul B. Hewitt
C. Fairley Spillman
1333 New Hampshire Avenue, NW
Washington, DC 20036
(202) 887-4000
fspillman@akingump.com
phewitt@akingump.com

Attorneys for Defendant Resona Bank, Ltd.

/s/ Fraser L. Hunter, Jr.

Fraser L. Hunter, Jr.
David Sapir Lesser
Jamie Dycus
WILMER CUTLER PICKERING
HALE AND DORR LLP
7 World Trade Center
250 Greenwich Street
New York, NY 10007
(212) 230-8800 (phone)
(212) 230-8888 (fax)
fraser.hunter@wilmerhale.com
david.lesser@wilmerhale.com
jamie.dycus@wilmerhale.com

*Counsel for Defendants The Royal Bank of
Scotland Group plc, The Royal Bank of
Scotland plc, RBS Securities Japan Limited,
and RBS Securities Inc.*

/s/ Andrew C. Smith

Andrew C. Smith
PILLSBURY WINTHROP SHAW
PITTMAN LLP
1540 Broadway
New York, New York 10036
Tel.: (212) 858-1000
Fax: (212) 858-1500
andrew.smith@pillsburylaw.com

*Attorneys for Defendant Shinkin Central
Bank*

/s/ Robert C. Mason

Robert C. Mason
Maggie Maurone
ARNOLD & PORTER LLP
399 Park Avenue
New York, NY 10022
Tel.: (212) 715-1088
Fax: (212) 715-1399
robert.mason@aporter.com
maggie.maurone@aporter.com

James W. Thomas, Jr.
601 Massachusetts Avenue, NW
Washington, DC 20001
Tel.: (202) 942-5000
Fax: (202) 942-5999
james.thomas@aporter.com

*Attorneys for Defendant The Shoko Chukin
Bank, Ltd.*

/s/ Steven Wolowitz

Steven Wolowitz
Henninger S. Bullock
Andrew J. Calica
MAYER BROWN LLP
1221 Avenue of the Americas
New York, New York 10020
Telephone: (212) 506-2500
Fax: (212) 262-1910
swolowitz@mayerbrown.com
hbullock@mayerbrown.com
acalica@mayerbrown.com

Attorneys for Defendant Société Générale

/s/ Jon R. Roellke

Jon R. Roellke
Anthony R. Van Vuren
MORGAN, LEWIS & BOCKIUS LLP
1111 Pennsylvania Ave., NW
Washington, DC 20004
Tel.: (202) 739-3000
Fax: (202) 739-3001
jon.roellke@morganlewis.com
anthony.vanvuren@morganlewis.com

Michael L. Spafford
PAUL HASTINGS LLP
875 15th Street, NW
Washington, DC 20005
Tel.: (202) 551-1700
Fax: (202) 551-1705
michaelspafford@paulhastings.com

*Attorneys for Defendant Sumitomo Mitsui
Banking Corporation*

/s/ Dale C. Christensen, Jr.

Dale C. Christensen, Jr.
Michael B. Weitman
SEWARD & KISSEL LLP
One Battery Park Plaza
New York, New York 10004
Tel.: (212) 574-1200
Fax: (212) 480-8421
Christensen@sewkis.com
Weitman@sewkis.com

*Attorneys for Defendant Sumitomo Mitsui
Trust Bank, Limited*

/s/ Harry S. Davis

Harry S. Davis
Brian T. Kohn
SCHULTE ROTH & ZABEL LLP
919 Third Avenue
New York, New York 10022
Telephone: (212) 756-2000
Facsimile: (212) 593-5955
harry.davis@srz.com
brian.kohn@srz.com

Attorneys for Defendant Tullett Prebon plc

/s/ Peter Sullivan

Peter Sullivan
Lawrence J. Zweifach
GIBSON, DUNN & CRUTCHER LLP
200 Park Avenue
New York, New York 10166
Tel.: (212) 351-4000
Fax: (212) 351-4035
psullivan@gibsondunn.com
lzweifach@gibsondunn.com

Joel S. Sanders (*admitted pro hac vice*)
555 Mission Street, Suite 3000
San Francisco, California 94105-0921
Tel.: (415) 393-8200
jsanders@gibsondunn.com

*Attorneys for Defendants UBS AG and UBS
Securities Japan Co. Ltd.*